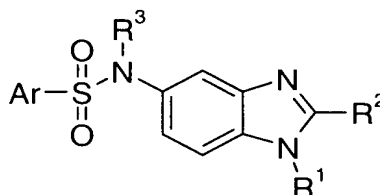


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (original) A compound of Formula I or a pharmaceutically acceptable salt thereof:



**I**

wherein

R<sup>1</sup> is selected from C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, C<sub>3-6</sub>heterocycloalkyl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>4-8</sub>cycloalkenyl, and C<sub>3-6</sub>heterocycloalkyl, wherein said C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, C<sub>3-6</sub>heterocycloalkyl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>4-8</sub>cycloalkenyl, and C<sub>3-6</sub>heterocycloalkyl used in defining R<sup>1</sup> is optionally substituted by one or more groups selected from halogen, cyano, nitro, methoxy, ethoxy, methyl, ethyl, hydroxy and amino;

R<sup>2</sup> is selected from C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, and C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, wherein said C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, and C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl used in defining R<sup>2</sup> is optionally substituted by one or more groups selected from halogen, methoxy, ethoxy, methyl, ethyl, hydroxy, and amino;

R<sup>3</sup> is selected from -H, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>cycloalkyl, and C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl; and

Ar is selected from C<sub>6-10</sub>aryl and C<sub>3-6</sub>heteroaryl, wherein said C<sub>6-10</sub>aryl and C<sub>3-6</sub>heteroaryl are optionally substituted with one or more groups selected from C<sub>1-3</sub>alkyl, C<sub>1-6</sub>alkoxy, C<sub>1-6</sub>alkylaminocarbonyl and halogen.

2. (original) A compound as claimed in claim 1, wherein

R<sup>1</sup> is selected from C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl, C<sub>4-6</sub>cycloalkenyl-C<sub>1-4</sub>alkyl and C<sub>3-6</sub>heterocycloalkyl-C<sub>1-4</sub>alkyl, wherein said C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl, C<sub>4-6</sub>cycloalkenyl-C<sub>1-4</sub>alkyl and C<sub>3-6</sub>heterocycloalkyl-C<sub>1-4</sub>alkyl used in defining R<sup>1</sup> is optionally substituted by one or more groups selected from halogen, methoxy, ethoxy, methyl, hydroxy and amino;

R<sup>2</sup> is selected from C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>cycloalkyl, C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl, and C<sub>4-6</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, wherein said C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>cycloalkyl, C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl, and C<sub>4-6</sub>cycloalkenyl-C<sub>1-4</sub>alkyl used in defining R<sup>2</sup> is optionally substituted by one or more groups selected from halogen, methoxy, ethoxy and hydroxy;

R<sup>3</sup> is selected from -H and C<sub>1-3</sub>alkyl; and

Ar is selected from phenyl and C<sub>3-6</sub>heteroaryl, wherein said phenyl and C<sub>3-6</sub>heteroaryl are optionally substituted with one or more groups selected from methyl, methoxy, fluoro, chloro, bromo and iodo.

3. (original) A compound as claimed claim 1,

R<sup>1</sup> is selected from cyclopentyl-methyl, cyclohexyl-methyl, cyclobutyl-methyl, cyclopropylmethyl, 4,4-difluorocyclohexanemethyl, tetrahydropyranyl-methyl, tetrahydrofuranyl-methyl, morpholinyl-methyl, piperdinyethyl, N-methyl-piperdiny-methyl and piperdiny-methyl;

R<sup>2</sup> is selected from t-butyl, n-butyl, 2-methyl-2-butyl, isopentyl, 2-hydroxy-propyl, 2-methoxy-2-propyl, 1-methyl-propyl, 1,1-dimethyl-propyl, 1,1-dimethyl-3-buten-1-yl, trifluoromethyl, 1,1-difluoroethyl, 2,2,2-trifluoroethyl, ethyl, and 2-propyl;

R<sup>3</sup> is selected from -H and methyl; and

Ar is selected from phenyl, pyridyl, pyrimidyl, thiazolyl, thienyl, isoxazolyl, imidazolyl, and pyrazolyl, wherein said phenyl, pyridyl, pyrimidyl, thiazolyl, thienyl, isoxazolyl, imidazolyl, and pyrazolyl are optionally substituted with one or more groups selected from methyl, methoxy, fluoro and chloro.

4. (original) A compound as claimed in claim 1, wherein

R<sup>1</sup> is cyclohexyl-methyl, tetrahydropyranylmethyl and 4,4-difluorocyclohexanemethyl;

R<sup>2</sup> is t-butyl and 1,1-difluoroethyl;

R<sup>3</sup> is selected from –H and methyl; and

Ar is selected from phenyl, pyridyl, thiazolyl, thienyl, isoxazolyl, imidazolyl, and pyrazolyl, wherein said phenyl, pyridyl, thiazolyl, thienyl, isoxazolyl, imidazolyl, and pyrazolyl are optionally substituted with one or more methyl groups.

5. (original) A compound selected from:

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]thiophene-2-sulfonamide;

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylthiophene-2-sulfonamide;

*N*-(1-Benzyl-2-*tert*-butyl-1*H*-benzimidazol-5-yl)-*N*-methylbenzenesulfonamide;

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*,3,5-trimethylisoxazole-4-sulfonamide;

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*,1,2-trimethyl-1*H*-imidazole-4-sulfonamide;

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*,1,3,5-tetramethyl-1*H*-pyrazole-4-sulfonamide;

*N*-[2-*tert*-butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]benzene sulphonamide;

*N*-[1-(cyclohexylmethyl)-2-ethyl-1*H*-benzimidazol-5-yl]benzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-isopropyl-1*H*-benzimidazol-5-yl]benzene sulphonamide;

*N*-[1-(cyclohexylmethyl)-2-(1-methylcyclopropyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-(1,1-dimethylpropyl)-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-(1,1-dimethyl-3-butenyl)-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-(1,1-dimethylethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-ethyl-1*H*-benzimidazol-5-yl]-*N*-methyl-benzene sulphonamide;

*N*-[1-(cyclohexylmethyl)-2-isopropyl-1*H*-benzimidazol-5-yl]-*N*-methyl-benzene sulphonamide;

*N*-[1-(cyclohexylmethyl)-2-(1-methylcyclopropyl)-1*H*-benzimidazol-5-yl]-*N*-methyl-benzenesulfonamide;

*N*-[2-(1,1-dimethylethyl)-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[2-(1,1-dimethylethyl)-1-[(tetrahydro-2-furanyl)methyl]-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[1-(cyclobutylmethyl)-2-(1,1-dimethylethyl)-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[1-(cyclopropylmethyl)-2-(1,1-dimethylethyl)-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[2-*tert*-Butyl-1-(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;

*N*-[2-*tert*-Butyl-1-(tetrahydro-2*H*-pyran-2-yl)methyl]-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-(1-hydroxy-1-methylethyl)-1*H*-benzimidazol-5-yl]-benzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-(1-methoxy-1-methylethyl)-1*H*-benzimidazol-5-yl]-*N*-methyl-benzenesulfonamide;

*N*-[1-(cyclohexylmethyl)-2-(1-methoxy-1-methylethyl)-1*H*-benzimidazol-5-yl]—benzenesulfonamide;

*N*-[2-*tert*-butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*,1-dimethyl-1*H*-imidazole-4-sulfonamide;

*N*-(5-{[[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl](methyl)amino]sulfonyl}-4-methyl-1,3-thiazol-2-yl)acetamide;

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylpyridine-3-sulfonamide;

*N*-[2-*tert*-Butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*,1,2-trimethyl-1*H*-imidazole-5-sulfonamide;

*N*-[2-*tert*-Butyl-1-(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-benzimidazol-5-yl]-*N*,1,2-trimethyl-1*H*-imidazole-5-sulfonamide;

Ethyl 4- { [[2-*tert*-butyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl](methyl)amino]sulfonyl }-3,5-dimethyl-1*H*-pyrrole-2-carboxylate;  
*N*-[2-*tert*-Butyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-4-(hydroxymethyl)-*N*-methylbenzenesulfonamide;  
*N*-[2-*tert*-Butyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methyl-4-(1*H*-1,2,3-triazol-1-ylmethyl)benzenesulfonamide;  
*N*-[2-*tert*-Butyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-4-{[(2-hydroxyethyl)amino]methyl}-*N*-methylbenzenesulfonamide;  
*N*-[2-*tert*-Butyl-1-(cyclopentylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-[2-*tert*-Butyl-1-(2-cyclohexylethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-[1-(1-Benzylpyrrolidin-3-yl)-2-*tert*-butyl-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-{2-*tert*-Butyl-1-[(4,4-difluorocyclohexyl)methyl]-1*H*-benzimidazol-5-yl}-*N*-methylbenzenesulfonamide;  
*N*-[2-*tert*-Butyl-1-(pyridin-4-ylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-methyl-*N*-[1-(tetrahydro-2*H*-pyran-4-ylmethyl)-2-(trifluoromethyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;  
*N*-[2-(1,1-difluoroethyl)-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-methyl-*N*-[1-(tetrahydro-2*H*-pyran-4-ylmethyl)-2-(2,2,2-trifluoroethyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;  
*N*-[1-(cyclohexylmethyl)-2-(1-ethylpropyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;  
*N*-[1-(cyclohexylmethyl)-2-(1-ethylpropyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-[2-*tert*-butyl-1-(cyclohexylmethyl)-1*H*-benzimidazol-5-yl]-*N*-ethylbenzenesulfonamide;  
*N*-methyl-*N*-[2-(1-methyl-1-pyridin-2-ylethyl)-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;

*N*-[2-(1-cyano-1-methylethyl)-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-methyl-*N*-[2-propyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;  
*N*-[2-butyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-*N*-methylbenzenesulfonamide;  
*N*-[2-*tert*-butyl-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]-*N*-ethylbenzenesulfonamide;  
*N*-ethyl-*N*-[2-(1-methoxy-1-methylethyl)-1-(tetrahydro-2*H*-pyran-4-ylmethyl)-1*H*-benzimidazol-5-yl]benzenesulfonamide;  
and pharmaceutically acceptable salts thereof.

6. (canceled) .

7. (canceled)

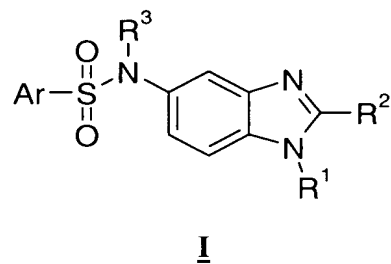
8. (currently amended) ~~The use of a compound according to any one of claims 1-5 in the manufacture of a medicament~~ A method for the treatment of anxiety disorders in a warm-blooded animal, comprising the step of administering to said animal in need of such treatment a therapeutically effective amount of a compound according to claim 1.

9. (currently amended) ~~The use of a compound according to any one of claims 1-5 in the manufacture of a medicament~~ A method for the treatment of cancer, multiple sclerosis, Parkinson's disease, cancer, Huntington's chorea, Alzheimer's disease, gastrointestinal disorders and cardiovascular disorders in a warm-blooded animal, comprising the step of administering to said animal in need of such treatment a therapeutically effective amount of a compound according to claim 1.

10. (currently amended) A pharmaceutical composition comprising a compound according to ~~any one of claims 1-5~~ claim 1 and a pharmaceutically acceptable carrier.

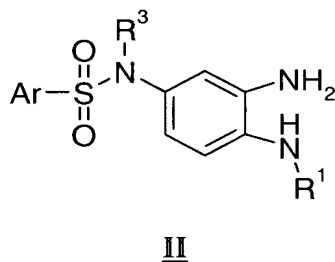
11. (currently amended) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to ~~any one of claims 1-5~~ claim 1.

12. (original) A method of preparing a compound of Formula I,



comprising:

reacting a compound of Formula II,



with a compound of R<sup>2</sup>COX, in the presence of a base, such as an alkylamine, and optionally a coupling reagent, such as HATU, EDC;  
wherein

X is selected from Cl, Br, F and OH;

R<sup>1</sup> is selected from C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, C<sub>3-6</sub>heterocycloalkyl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>4-8</sub>cycloalkenyl, and C<sub>3-6</sub>heterocycloalkyl, wherein said C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, C<sub>3-6</sub>heterocycloalkyl-C<sub>1-4</sub>alkyl, C<sub>3-10</sub>cycloalkyl, C<sub>4-8</sub>cycloalkenyl, and C<sub>3-6</sub>heterocycloalkyl used in defining R<sup>1</sup> is optionally substituted by one or more groups selected from halogen, cyano, nitro, methoxy, ethoxy, methyl, ethyl, hydroxy and amino;

R<sup>2</sup> is selected from C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, and C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl, wherein said C<sub>1-10</sub>alkyl, C<sub>2-10</sub>alkenyl, C<sub>3-10</sub>cycloalkyl, C<sub>3-10</sub>cycloalkyl-C<sub>1-4</sub>alkyl, and C<sub>4-8</sub>cycloalkenyl-C<sub>1-4</sub>alkyl used in

defining R<sup>2</sup> is optionally substituted by one or more groups selected from halogen, methoxy, ethoxy, methyl, ethyl, hydroxy, and amino;

R<sup>3</sup> is selected from –H, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>cycloalkyl, and C<sub>3-6</sub>cycloalkyl-C<sub>1-4</sub>alkyl; and

Ar is selected from C<sub>6-10</sub>aryl and C<sub>3-6</sub>heteroaryl, wherein said C<sub>6-10</sub>aryl and C<sub>3-6</sub>heteroaryl are optionally substituted with one or more groups selected from C<sub>1-3</sub>alkyl, C<sub>1-6</sub>alkoxy, C<sub>1-6</sub>alkylaminocarbonyl and halogen.

13. (New) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 2.

14. (New) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 3.

15. (New) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 4.

16. (New) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 5.